



DEHRA DUN CLUB

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MINUTES OF THE EXTRA ORDINARY GENERAL MEETING (EGM) OF THE DEHRA DUN CLUB ("CLUB") HELD ON SATURDAY 11TH MAY'2024 AT 05.00 PM IN THE CLUB PREMISES.

The meeting was opened by the president Mr. Suneet Mehra, who was also proposed by the Members present at the Meeting to be appointed as Chairman of the Meeting ("Chairman").

The Chairman welcomed all the Members present at the club for the meeting and the presence of 59 members was noted.

The chairman declared the meeting to be open and welcomed the Members present at the Extra Ordinary General Meeting (EGM).

1. The Chairman requested the members to stand in homage to the members who passed away from last EGM held on 31.08.2023 to present EGM i.e. 11th May'2024. He read out their obituary (s) and all present observed a two minutes silence in their memory.
2. The Chairman apprised the Members that the Notice & Agenda for this EGM was circulated to the Members by Email / Post, uploaded on the club's website and published in the newspaper, and was in compliance with the provisions of the Companies Act'2013.
3. The Chairman read out the Agenda / Resolutions for the Meeting-

SPECIAL BUSINESS:

1. **To alter the limit of Club Members in Article 1 of the Articles of Association (AOA) of the Company and increase it from 2500 to 3750 and in this regard consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the applicable provision of section 14 of the Companies Act, 2013 read with applicable rules and the provisions of the Articles of Association of the company and subject to the approval of the Central Government, if required, and pursuant to the recommendation made by the Managing Committee through its resolution passed on 11.04.2024, the limit of members in Article 1 of the Articles of Association of the Company, be and hereby altered with the following content i.e.,

For the purpose of Registration, the Club is declared to consist of 3750 Members;

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

2. **To amend Article 3 of the Articles of Association (AOA) of the Company by substituting the existing part in article "provided that in all such meetings (7) committee members shall form the quorum" with the proposed amendment i.e., "Provided that in all such meetings (5) Committee members shall form the quorum", and be it hereby accepted.**

"RESOLVED THAT, in accordance with the applicable provision of Section 14 of the Companies Act, 2013, read together with the relevant rules and provisions of the Articles of Association of the company, and subject to the approval of the Central Government, if required, and further to the recommendation put forth by the Managing Committee through its resolution passed on 11.04.2024, the existing Article 3 of the Articles of Association of the Company, be hereby altered and substituted with the following provision:

"All Gentlemen/Ladies received in general society are eligible for acceptance as Permanent or Temporary Members. The decision of the Managing Committee in accepting or rejecting any member shall be deemed final.

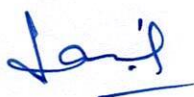
Provided that a minimum of (5) Committee members shall constitute the quorum for all meetings."

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

3. **The proposed amendment to Article 4 of the Company's Articles of Association (AOA) seeks to facilitate the processing of all applications for Eligible Dependents and Regular Applicants. Specifically, the amendment aims to extend the consideration period for pending applications until December 31, 2023, for both the Dependent and Regular categories. Additionally, the amendment assigns the responsibility to the Managing Committee for implementing the necessary procedures to induct eligible applicants as**



members of the Dehra Dun Club in batches, as determined from time to time. Therefore, the proposed amendment is hereby accepted as eligible as a one-time measure. In this regard, the following resolution is considered for passing, with or without modification, as a Special Resolution:

"RESOLVED THAT, in accordance with the pertinent provisions of Section 14 of the Companies Act, 2013, read in conjunction with the applicable rules and the provisions of the Articles of Association of the company, and following the recommendation put forth by the Managing Committee through its resolution, passed in the committee meeting convened on 11.04.2024, the existing Article 4 of the Articles of Association of the Company, be and hereby altered and substituted with the following content i.e.,

1. Candidate for admission to the Club as Permanent member who is more than 25 years old may be selected by the Managing Committee of the Club up to the maximum of 110 during the tenure of the Managing Committee between two successive Annual General Meetings as under:

- a) Regular Category 50
- b) Dependents 50
- c) Corporate 10

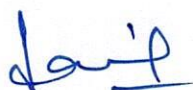
2. In addition to the adjustments outlined in clause 1 of the article, all long-term pending applications from Eligible Dependents and Regular Applicants until December 31, 2023, shall be deemed eligible as a one-time measure. This is intended to alleviate the backlog of pending applications. The Managing Committee is entrusted with the responsibility of implementing the necessary procedures for inducting the eligible applicants as members of the Dehra Dun Club in batches, as determined from time to time. For the Regular Category, the intake would be as follows: 100 eligible candidates in the year 2023-24, then again 100 eligible candidates in 2024-25, and the same in each following year until the eligible regular applicants on the waiting list as of December 31, 2023, are all admitted. In case, committee is not able to induct 100 candidates during their tenure for any reasons (shortage of time or administrative reasons) the shortfall shall be carried forward to next year and will be in addition to the next year eligibility. New membership forms may continue to be taken, but they will only be attended to by the relevant committee after the current list is fully dealt with."

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and are hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013."

4. To alter Article 9 of the Company's Articles of Association (AOA) by revising the current provision with the proposed amendment to raise the entrance fee from INR 5,00,000/- to INR 10,00,000/- per person in corporate category. This amendment is hereby accepted, and



it is proposed to consider and, if deemed appropriate, to pass the following resolution as a Special Resolution:

"RESOLVED THAT, in accordance with the pertinent provisions of Section 14 of the Companies Act, 2013, read in conjunction with the applicable rules and the provisions of the Articles of Association of the company, and following the recommendation put forth by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the existing Article 9 of the Articles of Association of the Company, be and hereby altered and substituted with the following content i.e.,

The Managing Committee may at its sole discretion admit corporate members (Public Limited Companies registered under the Indian Companies Act 2013 listed on recognized stock exchange). The corporate member may nominate a maximum of 5 senior executives of its organization to represent them. The entrance fee for each person so nominated shall be Rs.10,00,000/- per person in corporate category. The entrance fee so collected shall only be invested in unencumbered deposit in scheduled banks or government securities. The Club shall only be authorized to utilize the interest earned from such deposits and the original investment shall not be utilized without the permission of the General Body. The total number of members nominated by such corporate bodies during the term of a Managing Committee shall not exceed 10 in any case. The name of the company shall only be entered in the Register of Members as the Corporate Member. The Corporate Member (the company) shall only have one vote irrespective of the number of nominated executive. The vote shall be allowed to be cast only by one nominated executive duly authorized by the board resolution of the company.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013."

5. **To alter Article 16 of the Company's Articles of Association (AOA) by revising the current provision with the proposed amendment along with the revised entrance fee amount. This amendment is hereby accepted, and it is proposed to consider and, if deemed appropriate, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the pertinent provisions of Section 14 of the Companies Act, 2013, read in conjunction with the applicable rules and the provisions of the Articles of Association of the company, and following the recommendation put forth by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the existing Article 16 of the Articles of Association of the Company, be and hereby altered and substituted with the following content i.e.,

If a member under regular category is accepted by the Managing Committee, they must pay the entrance fee within one month from the date of acceptance of their membership. Failure to pay the



entrance fee within this time frame will result in the cancellation of membership and the member will not be able to enjoy Club privileges until the entrance fee is settled.

However, if a member accepted by the Managing Committee is a salaried employee, they have the option to pay 50% of the entrance fee upfront, amounting to Rs. 2,50,000/-, and the remaining balance in 10 equal installments of Rs. 25,000/- each. Defaulting on any installment will result in forfeiture of previously paid amounts and termination of membership.

Furthermore, until the full entrance fee is paid, the member's name will not be entered into the Permanent Member Register. They will have access to Club facilities but without the right to vote.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013."

6. **To alter Article 21 of the Company's Articles of Association (AOA) by revising the current provision with the proposed amendment regarding members belonging to the messes located at Dehradun. This amendment is hereby accepted, and it is proposed to consider and, if deemed appropriate, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the pertinent provisions of Section 14 of the Companies Act, 2013, read in conjunction with the applicable rules and the provisions of the Articles of Association of the company, and following the recommendation put forth by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the existing Article 21 of the Articles of Association of the Company, be and hereby altered and substituted with the following content i.e.

Effective immediately from the date of Extraordinary General Meeting (EOGM) 11.05.2024, members affiliated with the Military Messes in Dehradun will not be considered for induction as temporary members of the Dehra Dun Club.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.



RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

7. **To alter Article 29 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment, specifically addressing an increase in the entrance fee for Permanent and Corporate Members and in this regard consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the applicable provision of section 14 of the Companies Act, 2013 read with applicable rules and the provisions of the Articles of Association of the company and subject to the approval of the Central Government, if required, and pursuant to the recommendation made by the Managing Committee through its resolution passed in the committee meeting held on 11.04.2024, the existing article 29 of the Article of Association of the Company, be and hereby altered and substituted with the content i.e., The entrance fee for the permanent membership of the club is as under:

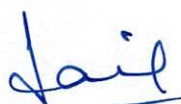
- A) i) The entrance fee for Permanent Membership shall be set at Rs. 5,00,000/- (Rupees Five Lakh Only) plus applicable taxes. ii) For Corporate Membership, the entrance fee shall be Rs. 10,00,000/- (Rupees Ten Lakh Only) plus applicable taxes for each nominated executive.
- B) The entrance fee for Permanent Membership of the Club for dependent sons/daughters of Permanent Members shall be 50% of the entrance fee outlined in Article 29(A) i).
- C) The entrance fee for dependent sons/daughters of confirmed Permanent Members, as per the Register of Members as on 24th March 2011, is fixed at Rs. 25,000/- (Rupees Twenty-Five Thousand) plus applicable taxes. Article 29(B) shall not be applicable to such dependent sons/daughters. However, after 24th March 2011, all dependent members inducted as Permanent Members shall be subject to the provisions of Article 29(B).

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

8. **To alter the Article 30 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment i.e., Effective from the date of the EGM 11.05.2024 onwards, all applications from the Regular Category, Single Lady & Corporate applicants shall necessitate a non-refundable application form fee of Rs. 5,000/-, along with applicable GST. Similarly, starting from the date of the EGM 11.05.2024 onwards, applications from Dependents will be subject to a non-refundable application form fee of Rs. 2,500/-, plus applicable GST. Upon induction as a permanent**



member, applicants are required to submit a refundable interest-free deposit of INR 20,000/- to the Company at the time of induction in Article 30 of the AOA of the Company and in this regard consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the existing Article 30 of the Articles of Association of the Company is hereby altered and fully substituted with the following content:

Effective from the date of the EGM 11.05.2024 onwards, all applications from the Regular category, Single Lady & Corporate applicants shall necessitate a non-refundable application form fee of Rs. 5,000/-, along with applicable GST. Similarly, starting from the date of the EGM 11.05.2024 onwards, applications from Dependents will be subject to a non-refundable application form fee of Rs. 2,500/-, plus applicable GST.

Upon becoming a permanent member, it is obligatory to submit a refundable interest-free deposit of INR 20,000/- to the Company at the time of induction, which shall not be utilized by the Club and will only be kept in unencumbered fixed deposits in the scheduled banks to be renewed from time to time. This interest free deposit shall only be refunded or adjusted on the expulsion, resignation of member from membership, surrender of membership by the member or demise of the member and after the adjustments of club dues, if any. This proposed alteration is hereby approved as the amended Article 30 of the AOA of the Company."

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013."

9. To alter the Article 31 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment, specifically addressing an increase in monthly subscription and in this regard consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the existing Article 31 of the Articles of Association of the Company is hereby altered and fully substituted with the following content:



"All members, except temporary members under Article 20, shall pay Rs. 600/- plus applicable taxes as monthly subscription. For senior members (aged 65 years with club membership of 10 years standing), the subscription shall be 50% of the basic subscription plus applicable taxes rounded off to the nearest rupee. Senior members (aged 65 years with club membership of 45 years standing), shall pay a token subscription of Rs. 11/- plus applicable taxes only.

However, in the event of a membership transfer, the new membership number will be allocated to the transferee member, and the membership period will be calculated from the date of allotment of the new membership number."

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013."

10. **To alter the Article 43 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment, specifically addressing the formation of Managing Committee, their tenure, voting means and the status of Mess Members and one nominated member for the term of 2023-24 and in this regard consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the existing Article 43 of the Articles of Association of the Company is hereby altered and fully substituted with the following content:

1. At the Annual General Meeting of the Club, elections shall be held to elect one President and six members of the Managing Committee in all seven permanent members for the ensuing year. The term of service for the elected Managing Committee members begins from the date of their appointment at the AGM and extends until the next Annual General Meeting. Members of the Managing Committee are elected through a combined process involving traditional ballot paper voting and e-voting at the Club's Annual General Meeting.

2. To fill the vacant position the Managing Committee will appoint one qualifying permanent member as a Nominated Committee Member for the year 2023-24. Subsequently, from 2024-2025 all Committee members, including the President, will be elected members of the Managing Committee of the company.

3. Voting through electronic means / ballot paper voting:



- (i) Club shall provide to its members the facility to exercise their right to vote at general meetings by electronic means/Ballot paper voting as applicable.
- (ii) A member may exercise his right to vote at any general meeting by electronic means / ballot paper voting in the Club. The members may pass any resolution in accordance with the provisions of this Article.
- (iii) The process of Voting at any AGM or EGM should be as per Section 108 of Companies Act 2013 and the Rules made there under, as per Companies Management & Administration Rules 2014 as amended from time to time.

4. The Managing Committee shall appoint a General meeting coordinator cum Polling officer for all Annual and Extraordinary General Meetings. It shall be the duty of such Officer to check and verify the eligibility of all the candidates who have filed their nominations and also to oversee the complete process of holding of AGM / EGM and voting thereat. His duties and powers shall be separate from that of the Scrutinizer to be appointed by the Managing Committee as per the provisions contained under section 108 of the Companies Act, 2013, and Rules thereof as per Companies Management and Administration Rules 2014 (as amended).

5. Starting from the date of the EOGM 11.05.2024, three Mess Members will have the designation of Special Invitees."

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013."

11. To alter the Article 44 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment regarding the number of members in the Managing Committee after the EOGM and, in this regard, consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the existing Article 44 of the Articles of Association of the Company is hereby altered and fully substituted with the following content i.e.,

A permanent committee composed of seven members, all of whom will hold permanent membership of the Dehra Dun Club, will be established to supervise diverse facets of the Dehra Dun Club affairs, including financial management and other relevant matters. This committee will comprise the President along with six other Committee members. The selection of Managing Committee



members will take place through both ballot paper voting and e-voting procedures during the Club's Annual General Meeting.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

- 12. To alter the Article 46 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment regarding the removal of role of nominated mess members in the selection of vice-president of the club and, in this regard, consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the existing Article 46 of the Articles of Association of the Company is hereby altered and fully substituted with the following content i.e.,

Members elected at the Annual General Meeting will choose one of their own member to serve as Vice-President for the upcoming year. This selection must achieve by a 2/3 majority within one week of the AGM. The Vice-President assumes the duties of President in the written absence of the President. If the President passes away, resigns, or becomes physically unable to fulfill their duties, the Vice-President acts as interim President until a new President is elected by the General House, ideally within two months.

If a member of the Managing Committee chooses to contest the election for the post of President, he/they must resign from the Committee and seek re-election as President. Any resulting vacancy in the Committee will be filled by co-opting a new member(s) as outlined in Article 48. Additionally. Any member who has been elected as President can only be elected for two terms as President in his life time with retrospective effect.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.



RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

13. **To alter the Article 62 of the Articles of Association (AOA) of the Company by substituting the existing article with the proposed amendment regarding the removal of voting by nominated mess members and, in this regard, consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the Proviso a in the existing Article 62 of the Articles of Association of the Company is hereby deleted and the remaining existing Article 62 of the Articles of Association of the Company is hereby altered and substituted with the following content i.e.,

At the General Meeting convened for the election of the Management Committee of the Dehra Dun Club, permanent members have the right to vote using both ballot paper voting and electronic voting systems. However, it's important to note the following conditions: Permanent Members may only exercise their voting privileges to elect Seven Permanent Members (including the President) who are not associated with Military Messes to serve on the Management Committee.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

14. **The proposed amendment seeks to adjust the quorum requirements within the Articles of Association (AOA) of the Company. Specifically, it aims to substitute the existing term "quorum of 7 members" with the amended term "quorum of 5 members" throughout the current articles of association and, in this regard, consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the current limit of quorum in the existing Articles of Association of the Company is hereby altered and fully substituted with the following content i.e., quorum of 5 members.



RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

- 15. The proposed amendment seeks to removal of the term Dehra Dun Club Limited within the Articles of Association (AOA) of the Company. Specifically, it aims to substitute the existing term "Dehra Dun Club Limited" with the amended term "Dehra Dun Club" throughout the current articles of association and, in this regard, consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the term **Dehra Dun Club Limited** in the existing Articles of Association of the Company is hereby altered and fully substituted with the following content i.e., Dehra Dun Club.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

- 16. The proposed amendment seeks to removal of the term Security Deposit within the Articles of Association (AOA) of the Company. This amendment aims to substitute and replace the existing term "Security Deposit" with the amended term "Deposit" throughout the current articles of association and, in this regard, consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the term **Security Deposit** in the existing Articles of Association of the Company is hereby altered and fully substituted with the following content i.e., Deposit.



RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

- 17. The proposed amendment seeks to removal of the term Nominated Mess Members within the Articles of Association (AOA) of the Company. This amendment aims to substitute the existing term "Nominated Mess Members" with the amended term "Special Invitees" throughout the current articles of association and, in this regard, consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the term **Nominated Mess Members** in the existing Articles of Association of the Company is hereby altered and fully substituted with the following content i.e., Special Invitees.

RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

- 18. The proposed amendment seeks to removal of the term Companies Act, 1956 within the Articles of Association (AOA) of the Company. This amendment aims to substitute the existing term "Companies Act, 1956" with the amended term "relevant companies act" throughout the current articles of association and, in this regard, consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:**

"RESOLVED THAT, in accordance with the provisions of Section 14 of the Companies Act, 2013, read in conjunction with applicable rules and the Articles of Association of the company, and subject to the approval of the Central Government, if required, and following the recommendation presented by the Managing Committee through its resolution passed in the committee meeting convened on 11.04.2024, the term **Companies Act, 1956** in the existing Articles of Association of the Company is hereby altered and fully substituted with the following content i.e., relevant companies act.



RESOLVED FURTHER THAT Mr. Ajai Kumar Garg, Assistant Secretary be and is hereby authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.

RESOLVED FURTHER THAT the Managing Committee be and is hereby authorized to make such modifications, alterations, and amendments to the Articles of Association as may be required or directed by the Registrar of Companies or any other regulatory authority.

RESOLVED FURTHER THAT a copy of the altered Articles of Association, as approved by the members, be filed with the Registrar of Companies within the time prescribed under the Companies Act, 2013.”

A. Mr. Sunit Vadehra (M. No. 1624) raised his concern about increasing the number of members from 2500 to 3750. Convener Finance Mr. Anupam Nagalia explained that it is overall strength / upper limit, considering overall waiting list till now, in both the General and Dependents category. The actual intake is likely to be much lower.

B. Mr. Sanjeev Bhasin (M. No. 1184) raised following concerns, which were also shared vide his email dated 07.04.2024 –

- i. No need to consider the Mess representatives from three messes as Special Invitees, when the Club is not proposing to accept the applications of mess members on temporary basis (during his tenure / service at Dehradun) from all three messes.
- ii. List of waiting list (Regular & Dependent) to be published on Notice Board before EGM date as house cannot give blanket clearance for membership.

Convener Finance Mr. Anupam Nagalia clarified that email regarding queries on EGM Notice was received after prescribed period that was 26.04.2024, hence could not replied individually.

However, he explained that there are 670 applicants of Regular category and 336 applicants of Dependent category are in waiting. The detailed list of waiting in both categories is available at office. The list shall be put of those being taken in under each lot.

He further explained that Mess representatives were not willing to become the members on the Board of Club. Hence, they could not be taken on Board even after continuous & sincere efforts by the Managing Committee.

C. Mr. Ajay Shangari (M. No. 55) also raised issue that Waiting list of Regular & Dependent members to be displayed on Notice Board to avoid any manipulation in the list.



Mr. Anupam Nagalia replied that same will be displayed once we will start to induct the members after success of present EGM. Also, that there is no chance of any manipulation in this regard.

D. Mr. Prashant Kochhar (M. No. 33) submitted his view point there should be a specific criterion for inducting the membership (like essential qualification, earning and social status etc.

Mr. Anurag Sangal suggested that there may be a separate committee to define the criteria for membership and selection procedure.

Mr. Anupam Nagalia submitted that it is very difficult to set any defined criteria like earning / qualification / status etc. as Club is a social institution. Still, he said that suggestions could be most welcomed in this regard.

Chairmen Mr. Suneet Mehra replied that this matter of criteria will be taken in Managing Committee Meeting separately.

E. Mr. Sanjeev Bhasin (M. No. 1184) further raised his concern that whether the interest amount on Security Deposit (FDRs) may be used by the Club or not as per Co.'s Law.

Convener Finance Mr. Anupam Nagalia replied that he will consult and go through the rules and suitable treatment will be given as per prescribed rules.

F. Mr. Krishan Kumar Verma (M. No. 1350) raised the following points –

- i. Before calling any EGM, related issues / resolutions should be shared with the members.
- ii. Why the subscription amount is being raised from Rs. 500/- to Rs. 600/-
- iii. Why the resolution of increase the members is proposed, when the sufficient infrastructure is not available with the Club.
- iv. E voting system is not reliable, hence there should only Paper Ballot system.

The Chairman requested Chief Polling Officer Mr. Anurag Sangal to explain the Paper Ballot Voting procedure for the present EGM due to be held shortly to the General House.



Chief Election officer Mr. Anurag Sangal informed about his election team, he further elaborated as below –

- Ballot Paper Voting will stop at 9.00 PM sharp.
- No Dues slip will be issued till 8.30 PM only.
- Ballot voting is open in club premises from 6.00 PM to 9.00 PM on 11.05.2024.

With the aforesaid points, the Extra Ordinary General Meeting was declared as concluded with a vote of Thanks to the Honourable House by the Chairman Mr. Suneet Mehra.

Inserted at the conclusion of the voting by electronic means as conducted by NSDL and compilation of Paper Ballot votes by Chief Polling Officer Mr. Anurag Sangal & Scrutinizer Mr. Sankalp Chaturvedi at about 23.15 hrs on the same day. The results are as under –

EGM - FINAL RESULT (11.05.2024)

Res. Nos.	Resolution	Assent	Dissent	Total	Assent %	Result
1	To alter the limit of Club Members in Article 1 of AOA and increase it from 2500 to 3750.	276	157	433	63.74	F
2	To amend Article 3 of AOA for quorum of Committee members from 7 to 5 for MC Meetings.	322	107	429	75.06	P
3	To amend Article 4 of AOA for processing of all application for membership.	250	184	434	57.60	F
4	To amend Article 9 of AOA for entry fee from Rs. 5.00 lacs to Rs. 10.00 lacs in corporate category.	337	91	428	78.74	P
5	To amend Article 16 of the AOA for revised entrance fee for salaried employees' applicants.	320	113	433	73.90	F

6	To amend Article 21 of the AOA for members of Military Messes not to be inducted in the Club.	316	111	427	74.00	F
7	To amend Article 29 of the AOA to increase the entrance fees for Permanent and Corporate members.	333	97	430	77.44	P
8	To amend Article 30 of the AOA for Application Form Fee and Deposit at the time of induction.	313	116	429	72.96	F
9	To amend Article 31 of AOA to increase monthly subscription from Rs. 500/- to Rs. 600/- per month.	290	143	433	66.97	F
10	To amend Article 43 of the AOA for MC Members, tenure, voting means and the status of Mess Members.	218	129	347	62.82	F
11	To amend Article 44 of the AOA for seven members in the Managing Committee without Mess Members.	301	129	430	70.00	F
12	To amend Article 46 of AOA to remove the role of mess members in the selection of Vice President.	305	122	427	71.43	F
13	To amend Article 62 of the AOA for removal of voting by nominated mess members.	306	125	431	70.99	F
14	To substitute the existing term "quorum of 7 members" with "quorum of 5 members" throughout the AOA.	302	125	427	70.73	F
15	To substitute the existing term "Dehra Dun Club Limited" with "Dehra Dun Club" throughout the AOA.	306	127	433	70.67	F
16	To substitute the existing term "Security Deposit" with "Deposit" throughout the AOA.	308	128	436	70.64	F

17	To substitute the existing term "Nominated Mess Members" with "Special Invitees" throughout the AOA.	310	121	431	71.93	F
18	To substitute the existing term "Companies Act, 1956" with "relevant companies act" throughout AOA.	313	112	425	73.65	F

SD/-
ANURAG SANGAL
Chief Election Officer (Memb#1587)

SD/-
SANKALP CHATURVEDI
Scrutinizer

SD/-
NIKHIL SABHARWAL (Memb#2141)

SD/-
NARESH BATRA (Memb#2742)

For and on behalf of the Managing Committee,



SUNEET MEHRA
President